

ENTERED

December 22, 2022

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
CORE SCIENTIFIC MINING LLC,	§	Case No. 22-90340 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 92-1386971	§	
-----	§	
In re:	§	Chapter 11
	§	
CORE SCIENTIFIC, INC.,	§	Case No. 22-90341 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 86-1243837	§	
-----	§	
In re:	§	Chapter 11
	§	
CORE SCIENTIFIC ACQUIRED MINING LLC,	§	Case No. 22-90342 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. N/A	§	
-----	§	
In re:	§	Chapter 11
	§	
CORE SCIENTIFIC OPERATING COMPANY,	§	Case No. 22-90343 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 82-3805526	§	
-----	§	
In re:	§	Chapter 11
	§	
RADAR RELAY, INC.,	§	Case No. 22-90344 (DRJ)

Debtor.

(Emergency Hearing Requested)

Tax I.D. No. 82-3430496

In re:

Chapter 11

**CORE SCIENTIFIC SPECIALTY
MINING (OKLAHOMA) LLC,**

Case No. 22-90345 (DRJ)

(Emergency Hearing Requested)

Debtor.

Tax I.D. No. 84-5164327

In re:

Chapter 11

**AMERICAN PROPERTY
ACQUISITION, LLC,**

Case No. 22-90346 (DRJ)

(Emergency Hearing Requested)

Debtor.

Tax I.D. No. 82-5490825

In re:

Chapter 11

STARBOARD CAPITAL LLC,

Case No. 22-90347 (DRJ)

(Emergency Hearing Requested)

Debtor.

Tax I.D. No. 36-4896677

In re:

Chapter 11

RADAR LLC,

Case No. 22-90348 (DRJ)

(Emergency Hearing Requested)

Debtor.

Tax I.D. No. 84-4125106

-----	§	
	§	
In re:	§	Chapter 11
	§	
AMERICAN PROPERTY	§	
ACQUISITIONS I, LLC,	§	Case No. 22-90349 (DRJ)
	§	
Debtor.	§	(Emergency Hearing Requested)
	§	
Tax I.D. No. 82-5469717	§	
-----	§	
	§	
In re:	§	Chapter 11
	§	
AMERICAN PROPERTY	§	Case No. 22-90350 (DRJ)
ACQUISITIONS VII, LLC,	§	
	§	(Emergency Hearing Requested)
Debtor.	§	
	§	
Tax I.D. No. 83-1663198	§	
-----	§	(Docket No. 26)

**AMENDED ORDER DIRECTING JOINT
ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
BANKRUPTCY RULE 1015(b) AND BANKRUPTCY LOCAL RULE 1015-1**

Upon the motion, dated December 21, 2022 (the “**Motion**”)¹ of Core Scientific, Inc., and its affiliated debtors in the above captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order directing joint administration of their chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Bankruptcy Local Rule 1015-1, all as more fully set forth in the Motion, and upon consideration of the Bros Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The above-captioned chapter 11 cases will be jointly administered are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 22-90341.
2. One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
3. Parties may request joint hearing on matters pending in any of the jointly administered cases.
4. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, the Debtors or the Debtors' estates.
5. The caption of the jointly administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § § § §	Chapter 11 Case No. 22-90341 (DRJ) (Jointly Administered)
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

6. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

7. A docket entry shall be made in each of the above-captioned chapter 11 cases (except the chapter 11 case of Core Scientific, Inc.) substantially as follows:

- A. An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Core Scientific, Inc., *et al.* The docket in Case No. 22-90341 should be consulted for all matters affecting this case.
- 8. The Debtors shall maintain, and the Clerk of the United States Bankruptcy

Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

9. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

10. The Debtors are authorized to take all actions necessary or appropriate to carry out this Order.

13. This Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: December 22, 2022.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Core Scientific, Inc.
Debtor

Case No. 22-90341-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Dec 22, 2022

User: ADIuser
Form ID: pdf002

Page 1 of 3
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 24, 2022:

Recip ID	Recipient Name and Address
db	+ Core Scientific, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
op	+ Stretto, Stretto, 8269 E. 23rd Avenue, Suite 275, Denver, CO 80238-3597
cr	+ Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Jason Binford, 2003 N. Lamar Blvd., Suite 100 Austin, TX 78705-4932

TOTAL: 3

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: neil.ortans@judithwross.com	Dec 22 2022 20:18:00	Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Judith W. Ross, 700 N. Pearl Street, Suite 1610, Dallas, TX 75201-7459

TOTAL: 1

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		Ad Hoc Group of Secured Convertible Noteholders
cr		Barings BDC, Inc.
cr		Barings Capital Investment Corporation
cr		Barings Private Credit Corp.
cr		BlockFi, Inc. and its affiliated entities
cr		Bremer Bank
cr		Celsius Mining, LLC
cr		MP2 Energy Texas LLC d/b/a Shell Energy Solutions
cr		MassMutual Asset Finance, LLC
cr		NYDIG ABL LLC

TOTAL: 10 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 24, 2022

Signature: /s/Gustava Winters

District/off: 0541-4
Date Rcvd: Dec 22, 2022

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 4

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 22, 2022 at the address(es) listed below:

Name	Email Address
Alfredo R Perez	on behalf of Debtor Core Scientific Specialty Mining (Oklahoma) LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Radar Relay Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor RADAR LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Core Scientific Mining LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor American Property Acquisitions VII LLC alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor American Property Acquisitions I LLC alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Starboard Capital LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Core Scientific Acquired Mining LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Core Scientific Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor American Property Acquisition LLC alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Core Scientific Operating Company alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alicia Lenae Barcomb	on behalf of U.S. Trustee US Trustee alicia.barcomb@usdoj.gov
Arsalan Muhammad	on behalf of Creditor BlockFi Inc. and its affiliated entities arsalan.muhammad@haynesboone.com, kenneth.rusinko@haynesboone.com
Charles Thomas Kruse	on behalf of Creditor Barings BDC Inc. tom.kruse@arnoldporter.com
Charles Thomas Kruse	on behalf of Creditor Barings Capital Investment Corporation tom.kruse@arnoldporter.com
Charles Thomas Kruse	on behalf of Creditor Barings Private Credit Corp. tom.kruse@arnoldporter.com
Craig E Power	on behalf of Creditor MP2 Energy Texas LLC d/b/a Shell Energy Solutions cpower@cokinoslaw.com mbartlett@cokinoslaw.com;eolson@cokinoslaw.com

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Page 3 of 3
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Eric L Scott	on behalf of Creditor MK Marlow Company LLC escott@sv-legal.com
Hector Duran, Jr	on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
James Tillman Grogan, III	on behalf of Creditor Ad Hoc Group of Secured Convertible Noteholders jamesgrogan@paulhastings.com
Jason B. Binford	on behalf of Creditor Tenaska Power Services Co. jason.binford@judithwross.com
Jayson B. Ruff	on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov
Judith W Ross	on behalf of Creditor Tenaska Power Services Co. judith.ross@judithwross.com
Maegan Quejada	on behalf of Creditor NYDIG ABL LLC mquejada@sidley.com txefilingnotice@sidley.com;maegan-quejada-3302@ecf.pacerpro.com;efilingnotice@sidley.com
Maria Mulrooney Bartlett	on behalf of Creditor MP2 Energy Texas LLC d/b/a Shell Energy Solutions mbartlett@cokinoslaw.com
Matthew D Cavanaugh	on behalf of Creditor Celsius Mining LLC mcavanaugh@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Nathaniel Richard Hull	on behalf of Creditor MassMutual Asset Finance LLC nhull@verrilldana.com
Thomas O. Bean	on behalf of Creditor MassMutual Asset Finance LLC tbean@verrilldana.com
US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 29